P98000001415

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 659934 10928A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : January 7, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 659934-005

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****122.50 ****122.50

CUSTOMER NO: 10928A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE

Suite 206
1881 University Drive
Coral Springs, FL 33071

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 12:01

DOMESTIC FILING

NAME: DR. JORDAN M. KAY, P.A.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
98 JAN -7 AM 10:51
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: 1/7/98

ARTICLES OF INCORPORATION

OF

DR. JORDAN M. KAY, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 12: 01

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a professional corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation in accordance with the Florida Professional Service Corporation Act:

ARTICLE I - NAME

The name of the proposed corporation is:

DR. JORDAN M. KAY, P.A.

ARTICLE II - NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

A. To engage in the practice of Optometry as a professional service corporation and to provide services incident thereto.

B. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation that is permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one ($1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be:

% Edward P. Phillips, P.A.
980 N. Federal Highway, Suite 434
Boca Raton, FL 33432

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. The name and post office address of the members of the first Board of Directors is:

Dr. Jordan M. Kay
% Edward P. Phillips, P.A.
980 N. Federal Highway, Suite 434
Boca Raton, FL 33432

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

Dr. Jordan M. Kay
% Edward P. Phillips, P.A.
980 N. Federal Highway, Suite 434
Boca Raton, FL 33432

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

Dr. Jordan M. Kay
% Edward P. Phillips, P.A.
980 N. Federal Highway, Suite 434
Boca Raton, FL 33432

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 6 day of JAN, 1998.

I hereby accept and am familiar with the duties of being registered agent.

Incorporator and Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 12:01

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared JORDAN M. KAY who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 6 day of JAN, 1998.

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
EDWARD P PHILLIPS
COMMISSION NUMBER
CC515373
MY COMMISSION EXP.
DEC. 17,1999